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BARRIER BAY DEVELOPMENT INC.
3218 S.W. 6TH AVENUE
CAPE CORAL, FLORIDA 33914

August 6, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

TELEPHONE 904-498-0116
FAX 904-498-0116
***122.50 ***122.50

Dear Sir or Madam:

As Incorporator of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

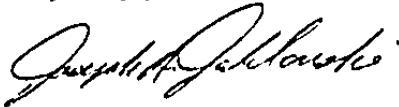
Enclosed are the following papers, together with my check:

- a. Original and one copy of Certificate of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent;
- c. Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate
\$52.50 for certified copy
\$35.00 for Registered Agent Designation

Please return the certified copy as soon as possible.

Very truly yours,



JOSEPH JABLONSKI
VICE PRESIDENT
BARRIER BAY DEVELOPMENT INC.

enclosure

8/15/96
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ARTICLES OF INCORPORATION
OF
BARRIER BAY DEVELOPMENT INC.

RECEIVED
JAN 15 1961
STATE OF FLORIDA

ARTICLE I. CORPORATION NAME

The name of the corporation is: BARRIER BAY DEVELOPMENT INC.

The address of the corporation is:

3218 S.W. 6TH AVENUE
CAPE CORAL, FLORIDA 33914

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1. (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED
OFFICE**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

JOSEPH JABLONSKI
3218 S.W. 6TH AVENUE
CAPE CORAL, FLORIDA 33914

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address are:

JOSEPH JABLONSKI	DONALD GUNNING	BRADLEY HENRY
3218 S.W. 6TH AVE	2126 S.W. 13TH AVE	4202 S.W. 14TH PLACE
CAPE CORAL, FL 33914	CAPE CORAL, FL 33991	CAPE CORAL, FL 33914

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the INCORPORATOR is:

JOSEPH JABLONSKI
3218 S.W. 6TH AVENUE
CAPE CORAL, FLORIDA 33914

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 6th day of August, 1996



JOSEPH JABLONSKI
INCORPORATOR

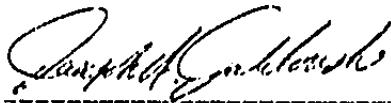
BEFORE ME, a Notary Public, personally appeared JOSEPH JABLONSKI known to be the person described as INCORPORATOR, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 6th day of August, 1996

My commission expires:


NOTARY PUBLIC

ELEANOR JANE FUNK
My Commission CC318480
Expires Sep. 23, 1997
Bonded by HAI
800-422-1855

I hereby am familiar with and accept the duties and responsibilities as
Registered Agent for BARRIER BAY DEVELOPEMENT INC.



JOSEPH JABLONSKI
REGISTERED AGENT

BEFORE ME, a Notary Public, personally appeared JOSEPH JABLONSKI to me
known to be the person described as Registered Agent and who executed the
foregoing instrument and he acknowledged before me that he executed the
same.

WITNESS, my hand and official seal this 6th day of August,
1996

My Commission Expires:



NOTARY PUBLIC



ELEANOR JANE FUNK
My Commission CC318480
Expires Sep. 23, 1997
Issued by TAM
850-422-1613

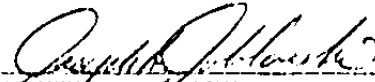
BARRIER BAY DEVELOPMENT INC.
3218 S. W. 6TH AVENUE
CAPE CORAL, FLORIDA 33914

FILED
CLERK OF COURT
JUL 11 1996
LEASING

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

First: That BARRIER BAY DEVELOPMENT INC., is desiring to
organize or qualify under the law of the State of Florida with its principal
place of business at 3218 S. W. 6TH AVENUE, CITY OF CAPE CORAL, STATE OF
FLORIDA, 33914, has named JOSEPH JABLONSKI, located at 3218 S. W. 6TH
AVENUE, CAPE CORAL, FLORIDA 33914, as its agent to accept service of process
within Florida.

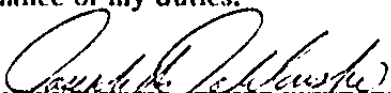


JOSEPH JABLONSKI

VICE PRESIDENT

8-6-96
DATE

Having been named to accept service of process for the above state
corporation, at the place designated in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.



JOSEPH JABLONSKI

REGISTERED AGENT

8-6-96
DATE